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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 15, 2001

APPLICATION OF

COVENTRY HEALTH CARE, INC.

CASE NO. INS010164

For approval of acquisition  
of control of QualChoice  
Health Plan of Virginia, Inc.

PROTECTIVE ORDER

WHEREAS, on August 3, 2001, Coventry Health Care, Inc., a Delaware corporation and ultimate parent company of Southern Health Services, Inc., a Virginia-domiciled health maintenance organization ("Coventry"), by counsel, filed with the Commission a Form A application for approval of acquisition of control of QualChoice Health Plan of Virginia, Inc., a Virginia-domiciled health maintenance organization and wholly-owned subsidiary of Blue Ridge Health Alliance, Inc., a Virginia corporation;

WHEREAS, by Motion for Protective Order filed with the Commission on August 8, 2001, Coventry, by counsel, requested that all Schedules and Exhibits to the Stock Acquisition Agreement, which agreement is designated as Exhibit A to the Form A application, be treated as confidential and not be made available for public inspection;

WHEREAS, Coventry also requested that the Provider Agreements of Southern Health Services, Inc., which are designated as Exhibit G to the Form A application, be treated as confidential and not be made available for public inspection; and

THE COMMISSION, having considered the aforesaid motion and for good cause shown, is of the opinion that Coventry's Motion for Protective Order should be granted;

THEREFORE, IT IS ORDERED that that all Schedules and Exhibits to the Stock Acquisition Agreement, which agreement is designated as Exhibit A to the Form A application, and the Provider Agreements of Southern Health Services, Inc., which are designated as Exhibit G to the Form A application, shall be afforded confidential treatment by the Clerk of the Commission and shall not be made available for public inspection.